

Counterparts - Betty Graham

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RECORDATION NO. 20146-C FILED
MAY 8 '97 3-24 PM

May 8, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 8 3 24 PM '97

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Certificate of Renumbering, dated as of May 2, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railroad Car Lease Agreement (and other secondary documents related thereto) which was previously filed with the Board under Recordation Number 20146.

The name and address of the party to the enclosed document are

Lessor. Radnor Rail, Ltd
150 Strafford Avenue, Suite 112
Radnor, Pennsylvania 19087

A description of the railroad equipment covered by the enclosed document is

two (2) railcars renumbered BAR 9076 (formerly BAR 9068) and BAR 6540 (formerly 6799)

Mr. Vernon A. Williams
May 8, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return two stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W Alvord

RWA/bg
Enclosures

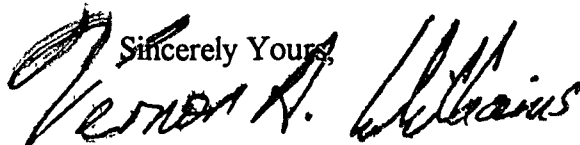
Surface Transportation Board
Washington, D.C. 20423-0001

5/8/97

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3(c), on 5/8/97 at 3:24PM, and assigned recordation number (s) 20146-C.

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgement the fee paid is correct. This is accepted subject to review of the document which as been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature



RECORDATION NO 20146-C FILEDCERTIFICATE OF RENUMBERING

MAY 8 '97

3-24 PM

Radnor Rail, Ltd ("Radnor") and Bangor and Aroostook Railroad Company ("BAR") are parties to a certain Railroad Car Lease Agreement, dated as of June 4, 1996 ("Lease") and recorded with the Surface Transportation Board on June 21, 1996 at 11:05 AM under one or more of the Numbers 20146, 20146-A and 19299-D. Radnor and ING Lease (Ireland), B.V., acting through its Dublin Branch ("Lender") are parties to a certain Mortgage and Security Agreement dated as of April 18, 1997 ("Agreement") with respect to the Lease and the railroad cars subject to the Lease, which was recorded with the Surface Transportation Board on April 23, 1997 at 11:15 AM under Number 20146-B. Subsequent to the recording of the Lease, two (2) of the railroad cars subject to the Lease ("Cars"), and now subject to the Agreement as well, were renumbered. Accordingly, the Lease and Schedule 1 to the Agreement incorrectly reference the old reporting marks and road numbers of the Cars, rather than their current marks and numbers. Radnor desires to correct this inaccuracy by means of this Certificate of Renumbering.

Radnor hereby certifies that Car BAR 9068 has been renumbered BAR 9076; and Car BAR 6799 has been renumbered BAR 6540, and that the Lease and Agreement shall be deemed amended, effective as of their respective dates, to reflect such renumbering.

In Witness Whereof, Radnor has caused this Certificate to be executed by a duly authorized officer, on this 2nd day of May, 1997.

RADNOR RAIL, LTD.

BY: Kent Zehner
Kent Zehner
Title: President

STATE OF PENNSYLVANIA

COUNTY OF

I certify that on May 2, 1997, Kent Zehner personally appeared before me and acknowledged under oath to my satisfaction that he had signed the above certificate as President of Radnor Rail, Ltd by virtue of his authority as President of Radnor Rail Ltd, given by its governing board as its voluntary act and deed.

Karen W. Maffei
Notary Public
My Commission expires:



Notarial Seal
Karen W. Maffei, Notary Public
Radnor Twp Delaware County
My Commission Expires Dec 4, 2000
Member, Pennsylvania Association of Notaries